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ATTORNEYS FOR DEBTOR SUPERIOR AIR PARTS, INC.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE:	§	Case No. 08-36705
	§	
SUPERIOR AIR PARTS, INC.,	§	Chapter 11
	§	
Debtor.	§	
	§	

**PROFFER OF MR. TOM TONG IN SUPPORT OF THE THIRD AMENDED
PLAN OF REORGANIZATION OF SUPERIOR AIR PARTS, INC. AND THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

If called upon to testify in support of the Third Amended Plan of Reorganization of Superior Air Parts, Inc. and the Official Committee of Unsecured Creditors, I would testify as follows:

1. My name is Tom Tong. I am a co-founder and partner at the law firm of Tong & Sung, P.C. in Houston, Texas. I am counsel for the “Brantly Group” as that term is defined in the Debtor’s Third Amended Plan.

2. Before co-founding the firm of Tong & Sung, P.C., I spent six years with Locke Liddell & Sapp, where I developed a successful China practice for the

firm utilizing my bilingual and bi-cultural skills. I regularly represent U.S. and Chinese companies in both inbound and outbound transactions and dispute resolution matters. Traveling frequently, I have developed an extensive network of resources with significant experience and expertise in both China and the U.S.

3. I have authored many articles on foreign investment, distribution rights, mergers & acquisitions, and judgment enforcement in China.

4. I am licensed in the State of Texas and am a former Council Member of the International Law Section of the Houston Bar Association, and a former member of the board of directors of the Houston Asian American Bar Association. I am a member of the Chinese Association of Professionals in Science and Technology. I have been invited to speak at U.S. business schools, law schools, bar associations, and chambers of commerce in relation to my China practice. In addition, I have frequently been invited to share my U.S. legal knowledge and experience at corporations and bar associations throughout China, including CNPC, COFCO, Sinochem, Sinopec, and The In-House Counsel Association of Zhejiang Province, among others.

5. I am fluent in both English and Chinese and am capable of drafting in both languages.

6. Attached hereto are true and accurate translations of three documents issued by various government agencies of the People's Republic of China.

- (i) Reply from Development and Reform Commission of Shandong Province, attached as *Exhibit A*;
- (ii) Reply from Bureau of Commerce of Shandong Province, attached as *Exhibit B*; and

- (iii) Approval Certificate for Overseas Investment by Enterprises, attached as *Exhibit C*.

7. Before the Brantly Group can obtain approval to transfer U.S. currency to an account outside of the People's Republic of China for the acquisition of Superior Air Parts, Inc., it first must comply with certain Chinese regulations governing overseas investment projects. Generally, the Chinese government agencies are very supportive of foreign acquisition projects. The purpose of the approval procedures is to ensure that foreign currency is wired out of the country only for legitimate purposes. Approvals are given as a matter of routine and I am not aware of a denial of any legitimate investment project.

8. The first step in the approval process for foreign investment projects is to obtain the approval of the Development and Reform Commission. As shown in Exhibit A, the Development and Reform Commission has authorized the Brantly Group to start the process of acquiring Superior.

9. The second step is to obtain the approval of the Ministry of Commerce or its provincial agency, the Bureau of Commerce. This approval is predicated on the input from the relevant Chinese Consulate. In this case, the Chinese consulate in Houston rendered a very favorable opinion. Based upon this opinion, the Bureau of Commerce of Shandong Province issued the Administrative Reply, attached as Exhibit B, which approves the initial acquisition of Superior for up to \$10 million and authorizes the Brantly Group to, among other things, obtain an Approval Certificate for Overseas Investment.

10. The Brantly Group has obtained the Approval Certificate for Overseas Investment, which is attached as Exhibit C.

11. Now that the investment has been approved, the last step is to obtain approval to transfer the foreign currency for the investment, which is the final stage a Chinese company must go through in order to wire investment funds out of the country. The State Administration of Foreign Exchange, or the local counterpart of this foreign currency control agency would normally allow an investor to wire the funds with the two approvals and the approval certificate, which the Brantly Group has already obtained. Due to the fact that the acquisition of Superior requires the bankruptcy court's confirmation of a plan approving the acquisition, the State Administration of Foreign Exchange requires the entry of a confirmation order approving a sale to the Brantly Group before it will permit the transfer of funds to an account in the United States. By law, the State Administration of Foreign Exchange has twenty working days to issue the approval, but the Brantly Group will use its best efforts to obtain the approval on an accelerated basis, as it was able to do with the first two approvals.

PURSUANT TO 28 U.S.C. § 1746, THE UNDERSIGNED DECLARES UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT TO THE BEST OF MY INFORMATION AND BELIEF.

Dated: August 26, 2009

/s/ Tom Tong
Tom Tong